

DEC 30 '09

9-00 AM

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OF COUNSEL
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SURFACE TRANSPORTATION BOARD

December 30, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-7730 Rider 73

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: BASF Catalysts LLC
25 Middlesex/Essex Turnpike
Iselin, NJ 08830-0770]

Section Chief
December 30, 2009
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A description of the railroad equipment covered by the enclosed document is:

30 railcars: SHPX 027388 - SHPX 027417.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 3 0 '09

9-00 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to BASF Catalysts LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

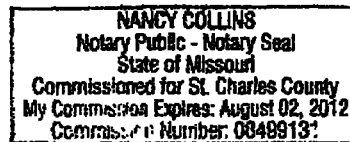
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

BASF Catalysts LLC

Contract C-7730 rider 73 dated 2/22/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	027388
	Hopper	SHPX	027389
	Hopper	SHPX	027390
	Hopper	SHPX	027391
	Hopper	SHPX	027392
	Hopper	SHPX	027393
	Hopper	SHPX	027394
	Hopper	SHPX	027395
	Hopper	SHPX	027396
	Hopper	SHPX	027397
	Hopper	SHPX	027398
	Hopper	SHPX	027399
	Hopper	SHPX	027400
	Hopper	SHPX	027401
	Hopper	SHPX	027402
	Hopper	SHPX	027403
	Hopper	SHPX	027404
	Hopper	SHPX	027405
	Hopper	SHPX	027406
	Hopper	SHPX	027407
	Hopper	SHPX	027408
	Hopper	SHPX	027409
	Hopper	SHPX	027410
	Hopper	SHPX	027411
	Hopper	SHPX	027412
	Hopper	SHPX	027413
	Hopper	SHPX	027414
	Hopper	SHPX	027415
	Hopper	SHPX	027416
	Hopper	SHPX	027417

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/30/09



Robert W. Alvord